

**SNR DENTON** 

SNR Denton US LLP  
1221 Avenue of the Americas  
New York, New York 10020-1089  
Two World Financial Center  
New York, New York 10281-1008

snrdenton.com

LEHMAN BROTHERS HOLDINGS, INC.  
ACCOUNTING DEPT.  
1271 AVENUE OF THE AMERICAS, 45TH FLOOR  
NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285529**

Client/Matter: 21416248-0838

301 Howard Mezz B (Harbor-Group)

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice \$ 1,292.50

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233 South Wacker Drive  
Chicago, IL 60606-6306

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New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
M. Williams  
at 1 212 768 6700

# SNR DENTON

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April 14, 2011

Invoice No. 1285529

Client/Matter: 21416248-0838

301 Howard Mezz B (Harbor-Group)

For Professional Services Rendered through April 8, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/18/11	R. Barkachy	1.50	B250	Respond to M. Williams request regarding Guaranties for Lehman/Harbor (TPW 16248-00831); research files and records; (.5) review same and confirm custodian already has original documents as per M. Williams (1.0).
03/22/11	R. Barkachy	1.20	B250	Conference with M. Williams regarding 301 Howard Mezz B documents to be sent to R. Lemberg at Farella Braun et al; (.1) revise document delivery checklist and prepare transmittal of original documents; (1.0) prepare email copy of transmittal to Lane Shea, R. Lemberg and M. Williams (.1).
03/23/11	R. Barkachy	2.80	B250	Confirm delivery of original 301 Howard Mezz B corporate loan finance documents to Lemberg as directed; (.2) contact Mr. Lemberg at M. Williams request and direct re-delivery of same to Lane Shea at Harbor Org.; (.2) inventory additional underlying mezzanine documents; (2.1) prepare confirmation and acknowledgement regarding delivery of the Hancock loan documents to Weija Sun at Morgan Stanley (.3).
Total Hours		5.50		
Fee Amount				\$1,292.50

BANKRUPTCY (POST-PETITION WORK)

April 14, 2011

Matter: 21416248-0838  
Invoice No.: 1285529

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
R. Barkachy	\$235.00	<u>5.50</u>	<u>\$1,292.50</u>
Totals		5.50	\$1,292.50

Fee Total	\$	1,292.50
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Invoice Total	\$	<u>1,292.50</u>
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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285446**

Client/Matter: 21416248-0838

Northstar Hancock Center Note C

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice \$ 575.00

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April 14, 2011

Invoice No. 1285446

Client/Matter: 21416248-0838

Northstar Hancock Center Note C

For Professional Services Rendered through April 8, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/08/11	A. Siegler	2.50	B110	Closing of assignment of Loan and Security Agreement dated as of June 30, 2008 between Lehman and NRFC HCO8 LLC (.5); attend closing at Clifford Chance's offices and deliver documents upon receipt of purchase price (1.8); travel back and documentation of receipt (.2).

Total Hours . 2.50

Fee Amount \$575.00

## TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
A. Siegler	\$230.00	2.50	\$575.00
Totals		2.50	\$575.00

Fee Total \$ 575.00

Invoice Total \$ 575.00

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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285444**

Client/Matter: 21416248-0838

BANKRUPTCY (POST-PETITION WORK)

Payment Due Upon Receipt

Total This Invoice

\$ 7,963.95

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April 14, 2011

Invoice No. 1285444

Client/Matter: 21416248-0838

## BANKRUPTCY (POST-PETITION WORK)

For Professional Services Rendered through April 8, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
03/08/11	R. Barkachy	0.40	B250		Retrieve Lehman/Hancock closing CD (16248.00824) and deliver same as requested (.4).
03/08/11	M. Williams	4.00	P600		Various email correspondence with Ms. Halperin, Messrs. Siddons, Buffa regarding status of document delivery in connection with closing of satisfaction of corporate loan and release of documents and escrow instructions, (3.5) telephone conference with Mr. Askenanzi regarding payoff and release (.5).
03/14/11	R. Barkachy	0.30	B250		Prepare subfolder file for Hancock Center C Note (TPW 16248-00824) documents (.3).
03/16/11	M. Williams	0.50	P300		Telephone conference with Ms. Frantz, Mr. Wise, Mr. Buffa regarding mechanism for delivery of original loan documents in connection with the pay off of the corporate loans (.5).
03/17/11	M. Williams	1.70	P300		Review custodial file forwarded by TriMont in connection with Morgan Stanley repayment of corporate loan (1.2); telephone conference with Mr. Galarza regarding return of Note C to custodian (.2) draft letter enclosing files (.3).
03/25/11	M. Williams	1.50	P400		Draft and distribute notice letter to parties under the intercreditor agreement regarding termination of corporate loan (1.5).
03/30/11	M. Williams	1.00	P400		Return C note to custodian (1.0).

BANKRUPTCY (POST-PETITION WORK)

April 14, 2011

Matter: 21416248-0838

Invoice No.: 1285444

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Activity</u>	<u>Narrative</u>
03/31/11	R. Barkachy	2.00	B250		Conference with M. Williams regarding original replacement note A-3 in the amount of \$32,361,780 together with original Instruction to Register Pledge dated 8/28/2008 (.5); prepare pdf copies of same to Jose Galarza at US Bank along with original transmittal and documents as directed (1.5).
Total Hours		11.40			
Fee Amount					\$7,942.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	8.70	\$7,308.00
R. Barkachy	\$235.00	<u>2.70</u>	<u>\$634.50</u>
Totals		11.40	\$7,942.50

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/17/2011	Delivery FedEx Airbill #796777510114 02/17/11 Delivery to 10 Park Ave Fl 3, MORRISTOWN, NJ	7.15
2/17/2011	Delivery FedEx Airbill #794440308680 02/17/11 Delivery to 10 Park Ave Fl 3, MORRISTOWN, NJ	7.15
2/17/2011	Delivery FedEx Airbill #794440321975 02/17/11 Delivery to 2 Overhill Rd Ste 340, SCARSDALE, NY	7.15
	SUBTOTAL	21.45
	Total Disbursements	\$21.45



BANKRUPTCY (POST-PETITION WORK)

April 14, 2011

Matter: 21416248-0838  
Invoice No.: 1285444

Fee Total	\$	7,942.50
Disbursement Total	\$	21.45
		<hr/>
Invoice Total	\$	<u>7,963.95</u>

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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285440**

Client/Matter: 21416248-0838

Irvine/Archstone

Payment Due Upon Receipt

Lehman Contact: Ashish Gupta

Total This Invoice \$ 3,238.30

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April 14, 2011

Invoice No. 1285440

Client/Matter: 21416248-0838

Irvine/Archstone

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/03/11	M. Williams	1.80	P300	Telephone conference with Mr. Gupta regarding assigning mezz loan to borrower affiliate, (.6) review co-lender agreement, intercreditor agreement for restrictions (1.2)
03/04/11	M. Williams	1.00	P300	Review intercreditor agreement and underlying documents for restrictions on transfer of the loan, (.8) telephone conference with Mr. Buffa regarding same (.2)
03/09/11	M. Williams	1.00	P300	Review intercreditor agreement with respect to underlying loan telephone conference with Mr. Buffa regarding same and ability to sell corporate loan to underlying borrower affiliate (1.0).
Total Hours		3.80		
Fee Amount				\$3,192.00

## TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	3.80	\$3,192.00
Totals		3.80	\$3,192.00

BANKRUPTCY (POST-PETITION WORK)

April 14, 2011

Matter: 21416248-0838

Invoice No.: 1285440

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction	36.30
		SUBTOTAL 36.30
	Mics. Duplicating	10.00
		SUBTOTAL 10.00
	Total Disbursements	\$46.30

Fee Total \$ 3,192.00

Disbursement Total \$ 46.30

Invoice Total \$ 3,238.30

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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285553**

Client/Matter: 21416248-0832

HILTON MEZZ PARTICIPATION SALE

Payment Due Upon Receipt

Lehman Contact: Susanne Frey

Total This Invoice \$ 672.00

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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285553**

Client/Matter: 21416248-0832

HILTON MEZZ PARTICIPATION SALE

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/08/11	M. Williams	0.80	P300	Review corporate loan and underlying documents regarding ability to transfer corporate loan to borrower affiliate, (.7) telephone conference with Ms. Frey (.1).
Total Hours		0.80		
Fee Amount				\$672.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	0.80	\$672.00
Totals		0.80	\$672.00

Fee Total \$ 672.00

Invoice Total \$ 672.00

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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285550**

Client/Matter: 21416248-0814

SALE OF WYNDHAM MEZZ LOAN

Payment Due Upon Receipt

Lehman Contact: Susanne Frey

Total This Invoice \$ 1,092.00

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April 14, 2011

**Invoice No. 1285550**

Client/Matter: 21416248-0814

SALE OF WYNDHAM MEZZ LOAN

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/17/11	M. Williams	0.30	P300	Review comments to PNA, (.2) telephone conference with Ms. Frey regarding same (.1).
03/28/11	M. Williams	1.00	P300	Telephone conference with Ms. Frey, (.3) review terms of indemnity agreement (.7).
Total Hours		1.30		
Fee Amount				\$1,092.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	<u>1.30</u>	<u>\$1,092.00</u>
Totals		1.30	\$1,092.00

Fee Total \$ 1,092.00

Invoice Total \$ 1,092.00



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NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285554**

Client/Matter: 21416248-0836

MODIFICATION OF LOAN DOCUMENTS FOR SERIES 2007  
LLF C5

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice \$ 252.00

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April 14, 2011

**Invoice No. 1285554**

Client/Matter: 21416248-0836

MODIFICATION OF LOAN DOCUMENTS FOR SERIES 2007  
LLF C5

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	M. Williams	0.30	P300	At Mr. Buffa's request, review application of prepayment procedures in corporate loan agreement (.3).
Total Hours		0.30		
Fee Amount				\$252.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	<u>0.30</u>	<u>\$252.00</u>
Totals		0.30	\$252.00

Fee Total \$ 252.00

Invoice Total \$ 252.00

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April 14, 2011

**Invoice No. 1285552**

Client/Matter: 21416248-0818

GLENDALDE LOAN MODIFICATION

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice \$ 3,010.50

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April 14, 2011

Invoice No. 1285552

Client/Matter: 21416248-0818

GLENDALÉ LOAN MODIFICATION

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	M. Williams	0.20	P300	Telephone conference with Messrs. Gupta, Buffa regarding ability to sell corporate loan to borrower affiliate (.2)
03/14/11	M. Williams	0.70	P300	Review draft of consent to loan modification from borrower, (.4) telephone conference with Mr. Buffa regarding same (.3)
03/15/11	M. Williams	1.40	P500	Telephone conference with Mr. Buffa regarding consent request, (.2) draft additional condition to consent, distribute to Mr. Buffa, (.5) draft second modification of corporate loan agreement to reflect the proposed changes to the underlying loan and the consent, distribute to Mr. Buffa for internal review. (.7)
03/15/11	R. Barkachy	1.00	B250	Conference with M. Williams re: Glendale First Amendment to Loan Agreement; (.3) research same via TPW legacy site; (.1) confirm document is in SNR files; (.1) order files and prepare pdf copy of fully executed document with exhibits to M. Williams as requested (.5)
03/22/11	M. Williams	0.30	P300	Telephone conference with Mr. Buffa regarding calculation of market value and effect of assumed maturity date (.3)
03/24/11	M. Williams	0.20	P300	Email correspondence with Mr. Buffa (.1), review amendment to corporate loan regarding terms of modification (.1)

GLENDALOE LOAN MODIFICATION

April 14, 2011

Matter: 21416248-0818  
Invoice No.: 1285552

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/31/11	M. Williams	0.50	P300	Telephone conference with Mr. Buffa to discuss terms of existing loan, valuation methods (.5).
Total Hours		4.30		
Fee Amount			\$3,007.00	

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	3.30	\$2,772.00
R. Barkachy	\$235.00	1.00	\$235.00
Totals		4.30	\$3,007.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction	3.50
		SUBTOTAL 3.50
	Total Disbursements	\$3.50

Fee Total	\$ 3,007.00
Disbursement Total	\$ 3.50
Invoice Total	<u>\$ 3,010.50</u>

**SNR DENTON** 

SNR Denton US LLP  
1221 Avenue of the Americas  
New York, New York 10020-1089  
Two World Financial Center  
New York, New York 10281-1008

snrdenton.com

LEHMAN BROTHERS HOLDINGS, INC.  
399 PARK AVENUE  
8TH FLOOR  
NEW YORK, NY 10022

April 14, 2011

**Invoice No. 1285551**

Client/Matter: 21416248-0815

SALE OF ROSSLYN PORTFOLIO

Payment Due Upon Receipt

Lehman Contact: Ashish Gupta

Total This Invoice \$ 672.00

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Chicago, IL 60606-6306

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ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
M. Williams  
at 1 212 768 6700

# SNR DENTON

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1221 Avenue of the Americas  
New York, New York 10020-1089  
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New York, New York 10281-1008

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LEHMAN BROTHERS HOLDINGS, INC.  
399 PARK AVENUE  
8TH FLOOR  
NEW YORK, NY 10022

April 14, 2011

Invoice No. 1285551

Client/Matter: 21416248-0815

SALE OF ROSSLYN PORTFOLIO

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	M. Williams	0.80	P300	Telephone conference with Mr. Gupta, (.2); review related loan documents (ICA) to determine if loan can be sold to borrower affiliate (.6).
Total Hours		0.80		
Fee Amount				
				\$672.00

## TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	<u>0.80</u>	<u>\$672.00</u>
Totals		0.80	\$672.00

Fee Total \$ 672.00

Invoice Total \$ 672.00

**SNR DENTON** 

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1221 Avenue of the Americas  
New York, New York 10020-1089  
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New York, New York 10281-1008

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LEHMAN BROTHERS HOLDINGS, INC.  
1271 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK, NY 10020

April 14, 2011

**Invoice No. 1285538**

Client/Matter: 21416248-0851

10UCP

Payment Due Upon Receipt

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Total This Invoice	\$	3,794.22
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Questions relating to this invoice should be directed to:  
M. Williams  
at 1 212 768 6700



# SNR DENTON

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New York, New York 10020-1089  
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New York, New York 10281-1008

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LEHMAN BROTHERS HOLDINGS, INC.  
1271 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK, NY 10020

April 14, 2011

Invoice No. 1285538

Client/Matter: 21416248-0851

10UCP

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	R. Barkachy	0.20	B250	Conference with M. Williams re: delivery of original Lehman documents to 101 Park Avenue on Thursday; (.2)
03/01/11	M. Williams	1.10	P600	Telephone conference with Mr. Buffa regarding closing mechanics for 10UCP payoff (.1), telephone conference with Mr. Loventhal to discuss closing mechanics, document delivery (.1), respond to questions from borrower counsel regarding Note A (.5), telephone conference with Mr. Loventhal, telephone conference with Mr. Buffa regarding endorsements, in blank(.3), email correspondence with Mr. Buffa, LaSalle regarding delivery of 301 10UCP documents(.1)
03/02/11	M. Williams	0.50	P600	Closing repayment of 10UCP (.5)
03/02/11	A. Siegler	3.00	B101	Review of custodial package; (.9) catalogued all documents reviewed in receipt letter; (.9) reviewed emails regarding appointment time, place and contacts; (.2) attention to original notes and allonges) (1.0)
03/03/11	A. Siegler	7.30	B101	Attend closing of sale of underlying collateral, deliver file of original documents upon repayment of Repo (7.3).
Total Hours		12.10		
Fee Amount				\$3,760.00

301 HOWARD

April 14, 2011

Matter: 21416248-0851  
Invoice No.: 1285538

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	1.60	\$1,344.00
A. Siegler	\$230.00	10.30	\$2,369.00
R. Barkachy	\$235.00	<u>0.20</u>	<u>\$47.00</u>
Totals		12.10	\$3,760.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Document reproduction	4.50
		SUBTOTAL 4.50
3/3/2011	Meals - - SEAMLESS WEB PROFESSIONAL SOLUTIONS, LLC A. SIEGLER	29.72
		SUBTOTAL 29.72
	Total Disbursements	\$34.22

Fee Total	\$ 3,760.00
Disbursement Total	\$ 34.22
Invoice Total	<u>\$ 3,794.22</u>

**SNR DENTON** 

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April 14, 2011

**Invoice No. 1285540**

Client/Matter: 21416248-0851

301 HOWARD RAKES

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice \$ 2,184.00

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New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:  
M. Williams  
at 1 212 768 6700

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April 14, 2011

**Invoice No. 1285540**

Client/Matter: 21416248-0851

301 HOWARD RAKES

For Professional Services Rendered through April 8, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/03/11	M. Williams	0.90	P300	Office conference with E. Klingenberg regarding controlling class issues on the rake bonds, (.3) telephone conference with Messrs. Nastasi, Buffa regarding borrower comments to loan agreement (.6).
03/16/11	M. Williams	0.60	P300	Telephone conference with Mr. Buffa regarding request for consent, (.4) review and revise credit memo to address perfection issues (.2).
03/17/11	M. Williams	0.40	P300	Telephone conference with Mr. Buffa regarding meaning of negotiated market value determination language (.4).
03/21/11	M. Williams	0.50	P300	Telephone conference with Messrs. Buffa, Nastasi, Ma, Halperin regarding proposed restructuring, deletion of margin calls, risks of failure to have executed securities account control agreement (.5).
03/22/11	M. Williams	0.20	P300	Follow up telephone conference with Mr. Buffa regarding prior phone call on security interest risk versus value of guaranty (.2).
Total Hours		2.60		
Fee Amount				\$2,184.00

301 HOWARD

April 14, 2011

Matter: 21416248-0851  
Invoice No.: 1285540

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	<u>2.60</u>	<u>\$2,184.00</u>
Totals		2.60	\$2,184.00

Fee Total	\$ 2,184.00
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Invoice Total	<u>\$ 2,184.00</u>
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LEHMAN BROTHERS HOLDINGS, INC.  
1271 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK, NY 10020

April 8, 2011

**Invoice No. 1285541**

Client/Matter: 21416248-0838

JOHN HANCOCK CENTER

Payment Due Upon Receipt

Lehman Contact: Thomas Buffa

Total This Invoice \$ 5,880.00

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233 South Wacker Drive  
Chicago, IL 60606-6306

Payment by wire transfer should be sent to:

Citibank, N.A.  
New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
M. Williams  
at 1 212 768 6700

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LEHMAN BROTHERS HOLDINGS, INC.  
1271 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK, NY 10020

April 8, 2011

**Invoice No. 1285541**

Client/Matter: 21416248-0838

JOHN HANCOCK CENTER

For Professional Services Rendered through April 8, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/04/11	M. Williams	0.80	P300	Telephone conference with Mr. Buffa, Mr. Lascher regarding location of original underlying loan documents, (.4) telephone conference with Mr. McQueen regarding status of documents and what borrower needs in order to sell the underlying loan and repay the corporate loan (.4).
03/07/11	M. Williams	4.90	P600	Review documents, contents of custodial file, (2.5) various telephone conference with Mr. McQueen, (.8) Messrs. Galarza and Buffa, Ms. Trobridge, Mr. Siddons regarding location of documents, (.8) settlement statement, closing issues (.8).
03/08/11	M. Williams	0.80	P600	Telephone conference with Mr. Buffa regarding closing, (.2) telephone conference with Ms. Halperin regarding terms of escrow delivery and consent, (.2) telephone conference with Mr. McQueen regarding delivery of documents, (.2) closing (.2).
03/16/11	M. Williams	0.50	P300	Review draft notice letter to senior lender under ICA notifying them of the termination of Lehman pledge (.5).
Total Hours		7.00		
Fee Amount				\$5,880.00

301 HOWARD

April 8, 2011

Matter: 21416248-0851  
Invoice No.: 1285541

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
M. Williams	\$840.00	<u>7.00</u>	<u>\$5,880.00</u>
Totals		7.00	\$5,880.00

Fee Total	\$ 5,880.00
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Invoice Total	<u>\$ 5,880.00</u>
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233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
46TH FLOOR  
NEW YORK, NY 10020

April 18, 2011

**Invoice No. 1287905**

Client/Matter: 09807760-0011

RITZ KAPALUA

Payment Due Upon Receipt

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Total This Invoice	\$	27,954.50
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New York, New York 10043  
ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000



SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
46TH FLOOR  
NEW YORK, NY 10020

April 18, 2011

Invoice No. 1287905

Client/Matter: 09807760-0011

RITZ KAPALUA

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	L. White	2.50	P300	Conference with Keith Londo regarding diligence materials (.3); review revised order for motion for summary judgment and correspondence with local counsel regarding same (.4); revise settlement agreement (1.2); correspondence to Karim, et al regarding settlement agreement (.3); email correspondence to Milbank regarding same (.3).
03/01/11	K. Londo	1.80	B110	Review deed-in-lieu agreement regarding due diligence deliveries (.8), revise same (.2), correspondence with L. White regarding review (.3), summarize same on chart (.2), review Ritz Documents (.3)
03/02/11	L. White	1.50	P300	Telephone conference with Nan Molofsky regarding Carren Shulman's latest issues on the order for the motion for summary judgment (.5); telephone conference and email correspondence local counsel and Ritz counsel regarding same (1.0).
03/03/11	L. White	1.00	P300	Review SNDA and management agreements and side letters (.5); correspondence with local counsel and Nan Molofsky regarding inclusion of SNDA and management agreement in order granting motion for summary judgment (.5).
03/03/11	K. Londo	2.30	B110	Review Ritz due diligence documents (2.3).

RITZ KAPALUA

April 18, 2011

Matter: 09807760-0011

Invoice No.: 1287905

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/04/11	K. Londo	3.30	B110	Follow up review of Ritz Documents, including 2nd Amended and Restated Management Agreement, Side-Letter Agreements, Cooperation Agreement and other related documents (3.3).
03/04/11	L. White	0.80	P300	Telephone conference with Nan Molofsky regarding Carren Shulman's concerns regarding order for motion for summary judgment (.3); email correspondence with Carren Shulman regarding same (.5).
03/07/11	L. White	3.30	P300	Various telephone conferences with Nan Molofsky regarding zoning of Maui Land parcels; order for motion for summary judgment and Milbank comments on documents (.3); review zoning report regarding zoning of Maui Land parcels (.8); email correspondence with Nan regarding same (.3); email correspondence and telephone conferences with David Paulson and Carren Shulman regarding order for motion for summary judgment (.8); email correspondence with David Lamb regarding settlement agreement (.3); review Milbank's comments on settlement agreement (.8).
03/08/11	L. White	1.00	P300	Email correspondence with Barry Sullivan and Carren Shulman regarding order for motion for summary judgment (.5); review final form of order and judgment (.5).
03/09/11	L. White	1.00	P300	Telephone conferences with Barry Sullivan and Nan Molofsky regarding foreclosure process and next steps (1.0).
03/15/11	M. Cocci	0.50	P500	Review revisions to Asset Management Agreement provided by T. White (.3); draft e-mail to N. Molofsky and B. Gross regarding same (.2).

RITZ KAPALUA

April 18, 2011

Matter: 09807760-0011

Invoice No.: 1287905

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/15/11	L. White	1.30	P300	Review borrower's comments on asset management agreement and settlement agreement (.8); telephone conference with Nan Molofsky (2.); correspondence with Barry Sullivan regarding foreclosure (.3).
03/16/11	L. White	2.50	P300	Various telephone conferences with Barry Sullivan and Nan Molofsky regarding Chris Lou (foreclosure commissioner) and foreclosure process (2.0); review foreclosure disclosure documentation (.5).
03/17/11	L. White	1.90	P300	Review foreclosure proceeding documentation (1.3); telephone conference with Nan Molofsky regarding UCC comments on asset management agreement (.3); telephone conference with David Paulson regarding foreclosure documents (.3).
03/18/11	L. White	1.00	P300	Telephone conference with Nan Molofsky regarding Milbank comments, changes to Ritz documentation (.3); review email regarding changes in Ritz agreement (.3); review confidentiality provisions in Ritz agreements and email commissioner regarding same (.4).
03/21/11	M. Cocci	0.60	P500	Review Ritz Management Agreement proposals from Gencom (.2); draft e-mail to N. Molofsky regarding comments on same (.4).
03/21/11	L. White	1.90	P300	Correspondence with Chris Lau (foreclosure commissioner) (.2); review letter from Lau to Ritz regarding settlement agreement and loan documents (1.5); various telephone conferences with Joelle Halperin, Michael Fleischer (.2).
03/22/11	L. White	1.00	P300	Telephone conference with Michael Fleischer regarding settlement (.7); correspondence with Chris Lau and Barry Sullivan regarding foreclosure disclosures (.3).

RITZ KAPALUA

April 18, 2011

Matter: 09807760-0011  
Invoice No.: 1287905

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/23/11	L. White	2.30	P300	Review David Paulson's comments on foreclosure website message letter to bidders and fact sheet (.3); review Ritz management agreement regarding qualified transferee and Ritz comments on confidentiality agreement (1.3); email correspondence and telephone conference with Chris Lau regarding same (.5); correspondence with Barry Sullivan regarding bid (.2).
03/24/11	L. White	1.50	P300	Review revised foreclosure documents (.5); telephone conference with Nan Molofsky and Patrick Mace regarding foreclosure and my telephone conference with Milbank regarding settlement agreement (.3); telephone conferences and email correspondence with Chris Lau and Barry Sullivan regarding foreclosure documents and process (.7).
03/25/11	L. White	2.50	P300	Review confidentiality agreement and related foreclosure materials (1.3); email correspondence and telephone conferences with Chris Lau regarding same (.7); follow-up regarding same with Nan Molofsky and David Paulson (.5).
03/28/11	L. White	0.20	P300	Email correspondence with David Paulson (2.).
03/29/11	L. White	2.00	P300	Review revised foreclosure auction documents (.5); conference with Nan Molofsky and Michael Lascher regarding LOC and asset management agreement and Milbank requests (.3); telephone conference with Chris Lau (.2); review due diligence materials for bidder website (.5); correspondence with David Paulson regarding same (.2); conference with Joelle Halperin regarding UCC requests (.3).
03/29/11	K. Londo	0.50	B110	Follow up correspondence regarding due diligence materials (.5).

RITZ KAPALUA

April 18, 2011

Matter: 09807760-0011

Invoice No.: 1287905

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/30/11	L. White	0.70	P300	Email correspondence with the Commissioner and Nan Molofsky regarding correspondence to 3rd parties in anticipation of foreclosure (.7).
03/31/11	L. White	2.80	P300	Telephone conference with Chris Lau regarding his interaction with Ritz and Borrower (.3); telephone conference with David Paulson regarding due diligence listing for foreclosure website (1.0); telephone conference with Nan Molofsky regarding same (.3); correspondence with David Lamb and Lehman regarding LOC and negotiations (.5); review Ritz's comments on Chris Lau's disclosure documents and Ritz confidentiality agreement and respond regarding same (.7);

Total Hours 41.70

Fee Amount \$27,954.50

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	32.70	\$23,053.50
M. Cocci	\$685.00	1.10	\$753.50
K. Londo	\$525.00	<u>7.90</u>	<u>\$4,147.50</u>
Totals		41.70	\$27,954.50

Fee Total \$ 27,954.50

Invoice Total \$ 27,954.50

**SNR DENTON** 

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Chicago, Illinois 60606-6306

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LEHMAN BROTHERS HOLDINGS, INC.  
ATTN: JOELLE HALPERIN  
1271 Sixth Avenue, 38th Floor  
NEW YORK, NY 10020  
NEW YORK, NY 10020  
USA

April 18, 2011

**Invoice No. 1287911**

Client/Matter: 09807760-0035

Master Portfolio Contract

Payment Due Upon Receipt

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ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000



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Suite 7800  
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ATTN: JOELLE HALPERIN  
1271 Sixth Avenue, 38th Floor  
NEW YORK, NY 10020  
NEW YORK, NY 10020  
USA

April 18, 2011

Invoice No. 1287911

Client/Matter: 09807760-0035

Master Portfolio Contract

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	M. Cocci	0.20	P300	Review updated e-mail from Hersha regarding key business terms (.2).
03/02/11	I. Waldman	2.70	P500	Review revised Hersha term sheet and correspondence from N. Karlali (.2); telephone call with S. Frey, A. Domont, M. Cocci and S. Gleeson regarding same (1.5); review and revise Hersha term sheet to incorporate changes discuss on call (1.0).
03/02/11	M. Cocci	3.00	P300	Telephone conference with S. Frey, A. Domont and S. Gleeson regarding comments to Hersha Term Sheet (1.5); review and revise Hersha Term Sheet (.4); incorporate additional revisions to Hersha Term Sheet per S. Frey and J. Pomeranz (.7); telephone conference with S. Frey and A. Domont regarding territorial restrictions for Hersha Term Sheet (.2); prepare e-mail regarding status of transaction (.2).
03/03/11	M. Cocci	1.20	P500	Telephone conference with S. Frey regarding additional revisions to Hersha Term Sheet following discussions with M. Lascher (.2); revise Hersha Term Sheet and circulate to client team and advisors (.4); review e-mail from A. Domont regarding revisions to non-compete (.2); telephone conference with S. Frey regarding same (.2); incorporate additional revisions to Term Sheet and e-mail to client team for circulation to Hersha (.2).



Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035  
Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/03/11	I. Waldman	0.30	P500	Review correspondence from A. Domont on non-compete provision and revised Hersha term, sheet (.3).
03/04/11	I. Waldman	1.30	P400	Draft lock-up letter (1.1); review revised draft of same (.2).
03/04/11	M. Cocci	1.20	P500	Work on issues regarding preparation of lock-out provisions (.2); revise draft of Term sheet cover letter with respect to exclusivity/lockout and confidentiality provisions (.8); telephone conference with S. Frey regarding status of negotiations with Hersha (.2).
03/07/11	M. Cocci	0.30	P300	Telephone conference with S. Frey and A. Dumont regarding status of Hersha comments and revisions to exclusivity letter (.3).
03/08/11	M. Cocci	4.00	P500	Telephone conference with S. Frey, A. Dumont, J. Pomeranz and S. Gleason regarding review of Hersha comments to Term Sheet (1.0); telephone conference with S. Frey, A. Dumont, J. Pomeranz and S. Gleason regarding review of Five Mile comments to Term Sheet and Exclusivity Letter (.7); revise Hersha Term Sheet to incorporate Lehman and Five Mile comments (1.8); revise Exclusivity Letter to incorporate Lehman comments (.5).
03/08/11	I. Waldman	1.20	P500	Review revised Hersha term sheet (.2); telephone conference with A. Domont, S. Frey and S. Gleason regarding same (1.0).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035  
Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/09/11	I. Waldman	2.70	P500	Telephone conference with J. Pomeranz, S. Frey and A. Domont regarding revised draft Hersha Term Sheet and Exclusivity Letter (1.0); review and revise same to incorporate comments from J. Pomeranz, S. Frey and A. Domont (1.3); review correspondence from J. Pomeranz regarding exclusivity (.1); telephone conference with A. Domont regarding time periods for exclusivity periods (.2); review and revise exclusivity letter to incorporate A. Domont comments (.1).
03/09/11	M. Cocci	2.40	P500	Telephone conference with S. Frey, A. Dumont, J. Pomeranz and S. Gleason regarding comments to revised draft of Hersha Term Sheet and Exclusivity Letter (1.0); review and comment on revisions to Hersha Term Sheet and Exclusivity Letter (.3); telephone conference with S. Frey and A. Dumont regarding additional revisions to Hersha Term Sheet and Exclusivity Letter (.2); telephone conference with S. Frey regarding Non-Compete revisions (.2); incorporate additional revisions to Hersha Term Sheet and Exclusivity Letter and e-mail same to S. Frey and A. Dumont for distribution to Five Mile (.5); review and respond to e-mails from A. Dumont regarding additional changes to Exclusivity Letter (.2).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035

Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/11/11	M. Cocci	1.10	P500	Telephone conference with S. Frey regarding Five Mile comments to Term Sheet and Exclusivity Letters (.2); review e-mail from Five Mile's counsel regarding comments to Exclusivity Letter (.1); revise Term Sheet and Exclusivity Letter and e-mail to Lehman team for review (.4); telephone conference with S. Frey regarding additional revision to Exclusivity Letter (.2); revise Exclusivity Letter and e-mail same to Lehman team (.2).
03/14/11	M. Cocci	0.90	P500	Telephone conference with S. Frey regarding additional revisions to Exclusivity Letter (.2); revise Exclusivity Letter and circulate to client team for review and comment (.3); telephone conference with S. Frey regarding Five Mile comments to Exclusivity Letter (.2); revise Exclusivity Letter and recirculate to client team for review and distribution to Hersha (.2).
03/14/11	I. Waldman	0.20	P500	Review revised Hersha term sheet and exclusivity letter and correspondence regarding same (.2).
03/15/11	M. Cocci	2.10	P500	Telephone conference with A. Domont regarding review of key issues in Term Sheet (.8); telephone conference with A. Domont and S. Frey regarding review of key issues in Term Sheet (.7); telephone conference with R. Kirkbride (Hersha counsel) regarding big picture approach on Term Sheet (.3); follow up telephone conference with A. Domont regarding same (.3).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035  
Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/17/11	M. Cocci	2.60	P500	Review and comment on revisions to Term Sheet and Exclusivity Letter provided by Hersha team (.5); telephone conference with S. Frey, J. Pomeranz, S. Gleason and A. Domont regarding revisions to Term Sheet and Exclusivity Letter by Hersha team (1.4); work on follow-up issues regarding same (.2); revise open issues list (.3); telephone conference with S. Frey regarding input from Five Mile on Hersha team revisions to Term Sheet and Exclusivity Letter (.2).
03/17/11	I. Waldman	2.50	P500	Preparation for telephone call regarding revised Hersha Term Sheet and Exclusivity Letter (.5); conference call with S. Gleeson, A. Domont and S. Frey regarding same (1.4); draft open issues list regarding same for use in meeting with Hersha (.6).
03/18/11	M. Cocci	4.10	P500	Telephone conference with representatives from Lehman, Five Mile, Hersha and Lazard regarding negotiation of open issues in Term Sheet and Exclusivity Letter (2.0); review and respond to e-mails from S. Frey regarding same (.2); telephone conference with S. Frey and A. Domont regarding follow up to all hands negotiation and discussion of open issues (.9); telephone conference with R. Kirkbride and D. Phelps regarding follow up to same and strategy for finalizing Term Sheet and Exclusivity Letter (.4); review and comment on revisions to Term Sheet (.4); e-mail revised draft to R. Kirkbride and D. Phelps (.2).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035  
Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/18/11	I. Waldman	5.40	P500	Review latest draft of term sheet and exclusivity letter in preparation for conference call (.2); conference call with Hersha, Five Mile and Lehman regarding outstanding issues on term sheet and exclusivity (3.3); review and revise term sheet to incorporate same (1.0); conference call with S. Frey and A. Domont regarding outstanding items from telephone call on portfolio number, incentive management fee and Hersha investment (.9).
03/19/11	M. Cocci	3.60	P500	Review revised draft of Exclusivity Letter from Paul Hastings (.4); telephone conference with R Kirkbride and D. Phelps regarding revised draft of Exclusivity Letter and Term Sheet (.9); work on additional revisions to Exclusivity Letter (.3); review and respond to e-mails from R. Kirkbride regarding joint venture agreement term sheet status (.2); review and respond to e-mails from S. Frey regarding confidentiality provision insert, preparation of Five Mile indemnity letter and open issues in Exclusivity Agreement (.6); review revised draft of Term Sheet from R. Kirkbride and D. Phelps (.3); incorporate additional revisions and draft cover e-mail regarding same to R. Kirkbride and D. Phelps (.3); draft e-mail to client team regarding open issues in Term Sheet (.3); review revised draft of Exclusivity Letter from R. Kirkbride and D. Phelps and prepare e-mail to D. Phelps regarding same (.3).
03/19/11	I. Waldman	2.00	P500	Review revised exclusivity letter from D. Phelps (.5); telephone conference with R. Kirkbride and D. Phelps regarding revised draft of Exclusivity Letter and Term Sheet (.9); revise Exclusivity Letter to incorporate comments from same (.6).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035  
Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/20/11	I. Waldman	0.20	P300	Review correspondence from R. Kirkbride and D. Phelps on revised Term Sheet and Exclusivity Letter (.2).
03/21/11	L. White	0.20	P300	Telephone conference with Meghan Cocci regarding negotiations (.2).
03/21/11	I. Waldman	3.30	P500	Telephone conference with M. Bond, J. Pomeranz, S. Frey, S. Gleeson, and A. Domont regarding agreement with Five Mile and Starwood Capital Group on equity structure and terms (1.0); telephone conference with Five Mile and Lehman regarding revised Term Sheet and Exclusivity Letter (2.0); draft indemnity letter for Letter of Intent between Lehman and Five Mile (.3).
03/21/11	M. Cocci	3.80	P500	Telephone conference with M. Bond, S. Frey, J. Pomeranz, A. Domont, and S. Gleason regarding joint venture matters in Term Sheet (1.0); telephone conference with S. Frey, J. Pomeranz, A. Domont, S. Gleason and Five Mile team regarding negotiation of Term Sheet and Exclusivity Letter (2.0); revised Term Sheet and e-mail draft to Lehman and Lazard teams for review (.6); telephone conference with L. White re: negotiations (.2).
03/22/11	M. Cocci	1.60	P400	Telephone conference with R. Kirkbride regarding assignment issue and REIT structure (.3); draft e-mail to Lehman and Lazard team regarding summary of discussions with R. Kirkbride and new issues raised by Hersha as to bid/auction matters (.2); telephone conference with S. Frey regarding same (.2); telephone conference with A. Domont regarding comments to Exclusivity Letter (.2); review and revise Indemnity Letter between Five Mile and Lehman ALI (.5); draft e-mail to S. Frey regarding same (.2).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035

Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/23/11	I. Waldman	0.20	P500	Review and respond correspondence from S. Frey regarding all hands call (.1); review follow up comments from N. Kakarla (.1).
03/24/11	M. Cocci	3.80	P500	Review N. Kakarla e-mail regarding open issues in Term Sheet and Exclusivity Letter (.3); telephone conference with Lehman, Lazard and File Mile teams regarding review of open issues in Term Sheet and Exclusivity Letter in preparation for all party conference call (1.4); telephone conference with Lehman, Lazard, Hersha and Five Mile regarding negotiation of open issues in Term Sheet and Exclusivity Letter (1.5); telephone conference with J. Pomeranz regarding preparation of deal point e-mail of agreed and open issues for circulation (.2); revise deal point e-mail and circulate to Lehman and Lazard teams (.1); review and respond to comments from A. Domont regarding deal point list (.3).
03/25/11	M. Cocci	3.70	P500	Review and respond to e-mails from A. Domont regarding preparation of revised draft of Term Sheet and Exclusivity Agreement (.3); telephone conference with A. Domont and J. Pomeranz regarding incorporation of revisions to draft Term Sheet and Exclusivity Agreement and clarification of Lazard suggested revisions to same (.6); telephone conference with R. Kirkbride regarding Term Sheet and Exclusivity Revisions (.5); revise Term Sheet and draft e-mail to S. Frey, J. Pomeranz, A. Domont and S. Gleeson regarding same (.2); revise Exclusivity Letter to incorporate comments from all party call and circulate to Lehman team for review and comment (2.1).

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035

Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/28/11	M. Cocci	1.30	P500	Telephone conference with S. Frey; J. Pomeranz and A. Domont regarding revisions to exclusivity letter (1.0); work on follow up issues regarding revisions to same (.3).
03/28/11	I. Waldman	2.40	P300	Review correspondence from A. Domont and J. Pomeranz of March 24th and 25th regarding exclusivity letter and term sheet (.2); review revised draft exclusivity letter in preparation for conference call with A. Domont, J. Pomeranz and S. Frey (.1); telephone call regarding same (1.0); review and revise exclusivity letter to incorporate same and circulate same (1.1).
03/29/11	I. Waldman	1.20	P300	Telephone call with S. Frey and M. Page on exclusivity letter and incorporation of bid procedures (.5); telephone call with S. Frey on joinder of all parties to exclusivity letter (.1); review correspondence to M. Page regarding bid instructions (.1); telephone conference with S. Frey and M. Sage re: bidding process issues (.2); telephone conference with S. Frey and J. Pomeranz re: court bidding process matters (.3).
03/29/11	M. Cocci	1.70	P500	Telephone conferences with S. Frey regarding exclusivity letter and bidding process issues (.5); telephone conference with S. Frey and M. Sage regarding bidding process issues (.2); telephone conference with S. Frey and J. Pomeranz regarding court bidding process matters (.3); review court order regarding bidding process (.4); draft e-mail to M. Sage regarding questions as to court order bidding process (.3).



Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035  
Invoice No.: 1287911

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/30/11	M. Cocci	3.50	P500	Telephone conference with S. Frey, J. Pomeranz, M. Sage and N. Herther-Spiro regarding qualified bid procedures and revisions to exclusivity letter (.5); revise Exclusivity Letter and circulate draft to S. Frey, J. Pomeranz, M. Sage and N. Herther-Spiro for review and comment (1.3); review and respond to e-mail from N. Herther-Spiro regarding general comments (.3); review comments to J. Pomeranz to Exclusivity Letter (.2); review comments from N. Herther-Spiro to Exclusivity Letter (.3); prepare revised consolidated draft of Exclusivity Letter and circulate to Lehman and Dechert teams for review and comment (.9).
03/30/11	I. Waldman	0.60	P300	Review email from M. Sage on bid procedures (.1); conference call with S. Frey, James Pomeranz and M. Sage regarding same (.5).
03/31/11	I. Waldman	1.70	P300	Review revised exclusivity letter (.2); Call with S. Frey regarding changes to agreement (.3); Review Dechert comments to same (.1); Review and revise exclusivity letter to incorporate S. Frey and Dechert comments and draft correspondence regarding same (.8); review correspondence from A. Domont and S. Frey regarding exclusivity letter and circulate revised drafts to Five Mile in response to same (.3).
03/31/11	M. Cocci	0.60	P500	Review e-mails from S. Frey regarding Exclusivity Letter (.2); review additional comments from N. Herther-Spiro to Exclusivity Letter (.1); work on issues regarding additional comments from S. Frey to Exclusivity Letter (.2); review and respond to e-mails with S. Frey regarding status of Lazard comments (.1).
Total Hours		74.80		
Fee Amount				\$46,499.00

Master Portfolio Contract

April 18, 2011

Matter: 09807760-0035

Invoice No.: 1287911

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	0.20	\$141.00
M. Cocci	\$685.00	46.70	\$31,989.50
I. Waldman	\$515.00	<u>27.90</u>	<u>\$14,368.50</u>
Totals		74.80	\$46,499.00

Fee Total	\$	46,499.00
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Invoice Total	\$	<u>46,499.00</u>
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**SNR DENTON** 

SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

snrdenton.com

JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
39TH FLOOR  
NEW YORK, NY 10020

April 18, 2011

**Invoice No. 1287907**

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

Payment Due Upon Receipt

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Total This Invoice	\$	26,104.60
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ABA Transit # 021 000 089  
Account # 4064-5823  
Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000



SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS, INC.  
1271 SIXTH AVENUE  
39TH FLOOR  
NEW YORK, NY 10020

April 18, 2011

Invoice No. 1287907

Client/Matter: 09807760-0021

LIFESTYLE DEVELOPMENT, LP

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
02/15/11	K. Seidelman	0.50	B100	Review of Yavapai County Recorder regarding foreclosure (.5).
02/16/11	K. Seidelman	0.50	B100	Conference with title company regarding foreclosure (.5).
02/17/11	K. Seidelman	0.20	B100	Conferences with National Corporate Research regarding foreclosure proceedings (.2).
02/23/11	K. Seidelman	0.30	B100	Conference with E. Hood re: review of filings (.3).
03/01/11	L. White	0.30	P300	Conference with Bob Fernandez regarding Blueberry Hill accounting services agreement and aircraft license (.3).
03/02/11	L. White	0.80	P300	Revise settlement agreement (.5); correspondence with Brian North re: same (.3).
03/03/11	R. Fernandez	3.50	P300	Revise Amendment and Assignment to Alaska Lease (1.8); revise Management Agreement (.7); revise Aircraft Lease (1.0)
03/04/11	R. Fernandez	4.10	P300	Revise Aircraft Lease (1.3); revise Management Agreement (1.2); revise Accounting Services Agreement (1.1); revise Beverage Services Management Agreement (.5).
03/07/11	L. White	1.30	P300	Review Brian North's comments on and revise settlement agreement (1.0); telephone conference with Nan Molofsky regarding same (.3).

LIFESTYLE DEVELOPMENT, LP

April 18, 2011

Matter: 09807760-0021  
Invoice No.: 1287907

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/08/11	L. White	3.70	P300	Revise Settlement Agreement (1.5); review facility documents in light of Settlement Agreement (1.7); conference with Bob Fernandez regarding same (.5).
03/08/11	R. Fernandez	1.50	P300	Revise Assignment and Amendment of Lease (1.5).
03/09/11	R. Fernandez	1.50	P300	Review Settlement Agreement (1.0); revised Assignment of AK Lease Agreement (.5).
03/10/11	L. White	0.20	P300	Telephone conference with Nan Molofsky re: settlement Agreement (.2).
03/11/11	L. White	3.00	P300	Review settlement documents (3.0).
03/11/11	R. Fernandez	0.70	P300	Review Settlement Agreement and correspondence from N. Molofsky (.7).
03/15/11	L. White	1.30	P300	Review Brian North's comments on documents and partnership amendments (1.0); conference with Nan Molofsky (.3).
03/16/11	L. White	0.30	P300	Conference with Bob Fernandez re: settlement Agreement (.3).
03/16/11	R. Fernandez	2.80	P300	Review Brian North's revisions to Loan Settlement Documents (1.2); revise Loan Settlement-related documents (1.6)
03/17/11	L. White	1.00	P300	Review partnership modification documentation (1.0).
03/20/11	R. Fernandez	1.20	P300	Review Borrower's proposed revisions to Management Agreement and Aircraft Lease (.2); revise same (1.0).
03/21/11	R. Fernandez	0.50	P300	Conference with L. White re: revisions to Loan Settlement documents and re: status of schedules and related issues (.5).
03/21/11	L. White	2.50	P300	Review revised settlement documents (2.0); conference with Bob Fernandez regarding same (.5).

LIFESTYLE DEVELOPMENT, LP

April 18, 2011

Matter: 09807760-0021

Invoice No.: 1287907

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/22/11	L. White	1.80	P300	Conference with Bob Fernandez regarding release documents (.5); revise settlement agreement (1.3).
03/23/11	L. White	2.00	P300	Prepare for and participate in teleconference with Roger Brice regarding WARN Act issues (.2); conferences with Bob Fernandez regarding collateral documents (.2); revise settlement agreement (1.3); email correspondence with Brian North regarding settlement agreement and partnership documents (.3).
03/23/11	R. Fernandez	3.20	P300	Revise and re-circulate Management Agreement, Aircraft Lease, Conveyance documents and Amendment to Alaska Lease (3.0); conference w/L. White re same (.2).
03/23/11	R. Brice	0.10	L120	Conference with L. White re: Alaska WARN issue (.1).
03/24/11	L. White	1.00	P300	Telephone conference with Nan Molofsky and Patrick Mace regarding Everlands, settlement agreement and closing (.5); conference with Bob Fernandez regarding Montana and Alaska law questions (.5).
03/25/11	L. White	0.50	P300	Correspondence with Brian North regarding Everlands (.5).
03/25/11	R. Fernandez	0.70	P300	Review updated schedules (.7).
03/29/11	L. White	0.20	P300	Email correspondence with Brian North regarding Everlands (.2).
Total Hours		41.20		
Fee Amount				\$26,044.50

LIFESTYLE DEVELOPMENT, LP

April 18, 2011

Matter: 09807760-0021  
Invoice No.: 1287907

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	19.90	\$14,029.50
R. Fernandez	\$590.00	19.70	\$11,623.00
R. Brice	\$695.00	0.10	\$69.50
K. Seidelman	\$215.00	<u>1.50</u>	<u>\$322.50</u>
Totals		41.20	\$26,044.50

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	Mics. Duplicating	37.00
	SUBTOTAL	37.00
1/12/2011	Miscellaneous Hard - - AMERICAN TELECONFERENCING SERVICES CONFERENCE CALL	21.74
1/12/2011	Miscellaneous Hard - - AMERICAN TELECONFERENCING SERVICES CONFERENCE CALL	1.36
	SUBTOTAL	23.10
	Total Disbursements	\$60.10

Fee Total	\$ 26,044.50
Disbursement Total	\$ 60.10
Invoice Total	<u>\$ 26,104.60</u>

**SNR DENTON** 

SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

snrdenton.com

JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS INC.  
1217 SIXTH AVENUE, 38TH FLOOR  
NEW YORK, NY 10020  
USA

April 18, 2011

**Invoice No. 1287909**

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

Payment Due Upon Receipt

Total This Invoice

\$ 25,797.00

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Payment by wire transfer should be sent to:

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Account # 4064-5823  
Account Name: SNR Denton US LLP

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Questions relating to this invoice should be directed to:  
L. White  
at 1 312 876 8000





SNR Denton US LLP  
233 South Wacker Drive  
Suite 7800  
Chicago, Illinois 60606-6306

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JOELLE HALPERIN  
LEHMAN BROTHERS HOLDINGS INC.  
1217 SIXTH AVENUE, 38TH FLOOR  
NEW YORK, NY 10020  
USA

April 18, 2011

Invoice No. 1287909

Client/Matter: 09807760-0030

BANKRUPTCY (POST-PETITION WORK)

For Professional Services Rendered through March 31, 2011:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/01/11	H. McDonald	0.50	B100	Review letter from UST (.1); telephone call with TEG of UST office (.2); emails regarding same (.2).
03/07/11	L. Bechutsky	0.50	B160	Review Fee Committee memorandums (.5).
03/08/11	H. McDonald	0.30	B100	Review Gitlin memo (.2); emails regarding same (.1).
03/09/11	L. Bechutsky	0.70	B160	Correspondence with HMM re Fee Committee memorandums (.4); attention to Excel spreadsheet invoices per Fee Committee request (.3).
03/10/11	H. McDonald	0.20	B100	Telephone call with LB regarding Affidavit and Fee Protocol (.2).
03/11/11	L. White	0.50	P300	Telephone conference with Linda Bechutsky and Hugh McDonald regarding fee applications, fee increase and estimated fees (.5).
03/11/11	L. Bechutsky	1.10	B160	Conference with HMM and LW re objection to rate increase (.5); review objection and increase (.6).
03/14/11	H. McDonald	0.50	B100	Review Fee Protocol Motion and Exhibit (.5).
03/14/11	L. Bechutsky	0.90	B100	Review Fee Protocol Motion and Exhibit (.5); conferences with HMM re same (.4).
03/16/11	L. Bechutsky	1.10	B100	Review Fee Committee memoranda (.5); begin drafting affidavit re fee increases (.6).

BANKRUPTCY (POST-PETITION WORK)

April 18, 2011

Matter: 09807760-0030  
Invoice No.: 1287909

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/17/11	H. McDonald	0.40	B100	Telephone call with GN of WGM regarding fee motion (.2); office conference with LB regarding same (.2).
03/17/11	L. Bechutsky	3.40	B160	Telephone call with GN of WGM regarding fee motion (.2); office conference with HMM regarding same (.2); follow-up conference with HMM re Fee Committee memoranda (.3); review and summarize same (1.3); attention to April 2011 budget (.5); attention to monthly fee statement (.4); conference with LW re fee increase affidavit (.2); attention to same (.3).
03/18/11	L. Bechutsky	3.50	B160	Draft April 2011 budget (2.5); attention to Excel fee statement as per Fee Committee request (.7); conference with L. White and H. McDonald re: same (0.3).
03/18/11	H. McDonald	0.30	B100	Conference call with LB and LW regarding response to Fee Committee request (.3).
03/18/11	L. White	1.30	P300	Review of adjustments in rates and procedures going forward (1.0); telephone conference with Linda Bechutsky and Hugh McDonald regarding same (.3).
03/21/11	H. McDonald	0.30	B100	Review budget (.2); telephone call with LB regarding same (.1).
03/21/11	L. Bechutsky	5.60	B100	Review and revise budget (1.5); telephone call with HMM regarding same (.1); correspondence with LW and MW re same (.4); attention to Excel spread sheet of monthly fee statement (.4); attention to firm rate increases as per Fee Committee request (3.2).
03/22/11	L. Bechutsky	2.20	B100	Fee Committee call (.4); office conference with HMM regarding response to UST (.3); review annual fee increase (1.0); attention to Excel back-up (.5)

BANKRUPTCY (POST-PETITION WORK)

April 18, 2011

Matter: 09807760-0030  
Invoice No.: 1287909

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Task</u>	<u>Narrative</u>
03/22/11	H. McDonald	0.70	B100	Fee Committee call (.4); office conference with LB regarding response to UST (.3).
03/22/11	L. White	0.30	P300	Telephone conference with Hugh McDonald and Linda Bechutsky regarding fee committee requests (.3).
03/23/11	L. Bechutsky	3.70	B160	Review Excel back-up for July 2010 (.7); attention to annual fee increases (3.0).
03/24/11	L. Bechutsky	3.30	B160	Review Excel back-up for August 2010 (.6); begin drafting Fee Application (1.5); draft fee increase letter (1.2).
03/25/11	L. Bechutsky	4.50	B160	Draft Second Interim Fee Application (4.5).
03/28/11	L. Bechutsky	5.90	B160	Draft Second Interim Fee Application (5.9).
03/29/11	L. Bechutsky	5.90	B160	Review and revise Excel back-up submission for First Interim Fee Period (2.0); revise Fee Application (3.9).
03/29/11	H. McDonald	0.40	B100	Revise letter to R. Gitein regarding fee issue (.4).
03/30/11	H. McDonald	0.30	B100	Revise Gitlin letter (.2); revise fee statement (.1).
03/30/11	L. Bechutsky	1.90	B160	Revise fee increase letter (.3); conferences with LW and HMM re same (.4); conference with HMM re Fee Committee hearing (.2); review Excel back-up submission for First Interim Fee Period (1.0).
03/31/11	L. Bechutsky	2.00	B160	Travel to and from SDNY court (.7); attend Fee Committee conference re Fee Committee, budgets and annual rates (1.0); summarize same (.3).
Total Hours		52.20		
Fee Amount				\$25,797.00

BANKRUPTCY (POST-PETITION WORK)

April 18, 2011

Matter: 09807760-0030

Invoice No.: 1287909

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
L. White	\$705.00	2.10	\$1,480.50
H. McDonald	\$845.00	3.90	\$3,295.50
L. Bechutsky	\$455.00	<u>46.20</u>	<u>\$21,021.00</u>
Totals		52.20	\$25,797.00

Fee Total	\$	25,797.00
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Invoice Total	\$	<u>25,797.00</u>
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